

**AMENDMENT TO TOLLING AGREEMENT BETWEEN
THE UNITED STATES AND CORNELL-DUBILIER ELECTRONICS, INC.**

WHEREAS, Cornell-Dubilier Electronics, Inc. ("CDE") and the United States wish to extend that certain tolling agreement entitled "Tolling Agreement For Claims Under the Comprehensive Environmental Response, Compensation and Liability Act", previously entered into in October, 2011 by and between the United States of America, on behalf of the U.S. Environmental Protection Agency, the Department of the Interior, and the National Oceanic and Atmospheric Administration (collectively the "United States"), and CDE (the "Tolling Agreement").

NOW THEREFORE, the Tolling Agreement hereby is amended as follows:

the concluding date of the "Tolling Period" as defined in Paragraph 1 of the Tolling Agreement, is hereby extended through July 16, 2012.

All other provisions of the Tolling Agreement remain unchanged.

US/CDE Tolling Agreement Amendment
Cornell-Dubilier Electronics Inc. Superfund Site

The United States, on behalf of the United States Environmental Protection Agency, NOAA, and DOI, consents to the terms and conditions of this Tolling Agreement Amendment by its duly authorized representatives on this ____ day of March, 2012.

RONALD GLUCK
Assistant Section Chief
Environmental Enforcement Section
Environment and Natural Resources Division
United States Department of Justice

By:

Peter K. Kautsky
Rachel K. Evans
Trial Attorneys

US/CDE Tolling Agreement Amendment
Cornell-Dubilier Electronics Inc. Superfund Site

Cornell-Dubilier Electronics, Inc. consents to the terms and conditions of this Tolling Agreement Amendment by its duly authorized representative on this 26 day of March, 2012.

A handwritten signature in blue ink, appearing to read "Robert A. D. Dunne", is written over a horizontal line.